

Hearing Date: January 31, 2008
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**DEBTORS' STATEMENT OF DISPUTED ISSUES WITH RESPECT TO
PROOF OF CLAIM NUMBER 10574 (FURUKAWA ELECTRIC NORTH AMERICA
APD, INC. AND FURUKAWA ELECTRIC COMPANY)**

("STATEMENT OF DISPUTED ISSUES – FURUKAWA ELECTRIC NORTH AMERICA
APD, INC. AND FURUKAWA ELECTRIC COMPANY")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates,
including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-
possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this
Statement Of Disputed Issues (the "Statement Of Disputed Issues") With Respect To
Proof Of Claim Number 10574 (the "Proof Of Claim") filed by Furukawa Electric North
America APD, Inc., and Furukawa Electric Company (jointly "Claimant") and

subsequently transferred to SPCP Group, L.L.C., as Agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd. ("Transferee," and together with Claimant, the "Claimants") and respectfully represent as follows:

Background

1. On October 8 and 14, 2005 (the "Petition Date"), the Debtors, filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

2. On July 25, 2006, Claimant filed proof of claim number 10574 ("Proof Of Claim No. 10574") against DAS LLC. The Proof Of Claim asserts an unsecured non-priority claim in the amount of \$5,069,133.35 for the sale of goods (the "Claim").

3. On January 31, 2007, Claimant transferred Proof Of Claim No. 10574 to Transferee pursuant to a notice of transfer (Docket No. 6766).

4. On July 13, 2007, the Debtors objected to Proof of Claim No. 10574 pursuant to the Debtors' Nineteenth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(B) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, (C) Untimely Claim, And (D) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, And Consensually Modified And Reduced Claims (Docket No. 8617) (the "Nineteenth Omnibus Claims Objection").

5. On August 9, 2007, Claimant filed its Response of Furukawa Electric North America APD and Furukawa Electric Co., Ltd. To Debtors' Nineteenth

Omnibus Claims Objection (Regarding Claim No. 10574). (Docket No. 8986) (the "Response").

Disputed Issues

A. DAS LLC Does Not Owe Claimant The Amount Asserted In Proof Of Claim Number 10574

6. Claimant asserts in Proof Of Claim No. 10574 that DAS LLC owes Claimant a total of \$5,069,133.35 for goods sold. DAS LLC has reviewed the information attached to the Proof Of Claim and the Response and disputes that it owes the amount asserted in the Proof of Claim.

7. Based upon DAS LLC's various accounts payable records, a portion of the invoices reflected in the Proof of Claim have been paid. Therefore, \$36,230.40 should be subtracted from the amount claimed.

8. Claimant seeks \$702,550.47 in amounts owed based on the sale of goods for which it did not provide proofs of deliveries deliveries and for which the Debtors have no proof of receipt of those goods. Delphi's General Terms And Conditions governing its dealings with suppliers require that suppliers "promptly forward the original bill of lading or other shipping receipt with respect to each shipment as Buyer instructs." See General Terms And Conditions at 2.1. Because Claimant has not provided these proofs of delivery, DAS LLC does not have a record of receiving the goods associated with Invoice Nos. 41713, 42292, 42316, 44014, 44172, 45158, 45823, 49130, 51063, 51064, 51069, 50921, 50925, 51614, 51799, 52520, 52603, 53033/12615, 54179, 54443, 13498, 10201pp, 882, 13915, 57052, 57603, 58428, 58569, 58595, 60009, 60701, 60905, 62189, 62672, 63949, 65509, 65859, 66275, 68210, 68261, 68314, cmr2967, 69856, 71084, 71712, 71897, 71976, 72100, 72120, 72160, 72161, 72402, 72593,

72679, 72766, 72787 and 72869 (the "Invoices") and therefore the \$702,550.47 asserted with respect to the Invoices should not be included in the claim.

9. After taking into account the above-referenced deductions to the Proof of Claim, the Debtors reconciled the Proof of Claim as illustrated in the following chart:

<u>Claimant's Asserted Amount</u>		\$5,069,133.35
<u>Modifications</u>	Paid Invoices	\$36,230.40
	Invoices Without Proof of Delivery	\$702,550.47
<u>Reconciled Amount</u>		\$4,330,352.48

10. DAS LLC does not dispute that the remaining \$4,330,352.48 of Proof Of Claim No. 10574 should be allowed as an unsecured non-priority claim against DAS LLC.

Reservation Of Rights

11. This Statement Of Disputed Issues is submitted by the Debtors pursuant to paragraph 9(d) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"). Consistent with the provisions of the Claims Objection Procedures Order, the Debtors' submission of this Statement Of Disputed Issues is without prejudice to (a) the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Claim(s) and (b) the

Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Claim(s).

WHEREFORE the Debtors respectfully request that this Court enter an order (a) allowing Proof Of Claim No. 10574 in the amount of \$4,330,352.48 as a general unsecured non-priority claim against the estate of DAS LLC, and (b) granting the Debtors such other and further relief as is just.

Dated: New York, New York
December 4, 2007

DELPHI CORPORATION, *et al.*
By their attorneys,
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By:

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